

# **BYLAWS OF THE AURORA CEMETERY ASSOCIATION**

**Adopted November 19, 1972, Amended September 16, 2009; May 14, 2015; May 15, 2016**

**BYLAWS OF THE  
AURORA CEMETERY ASSOCIATION  
As Amended May 15, 2016**

**ARTICLE I - Name and Offices**

The name of the association shall be "***Aurora Cemetery Association***". The initial and registered office of the association shall be at Aurora City Hall, 303 Derting Road, Aurora, Texas 76078.

**ARTICLE II - Purpose**

This association is created and organized for benevolent purposes. The purposes for which it is organized are set forth in the Charter of the corporation filed with the State of Texas, and are as follows:

**Section A. Organization and Purpose**

The association is created and organized as a non-profit corporation chartered solely for the purpose of maintaining the graves of early settlers of Wise County, Texas, and their descendants who are buried in the Aurora Cemetery of Wise County, Texas; and to preserve, erect and maintain such fences and walkways as may be necessary to such care; and to provide for the disposal of human bodies or human remains (cremains) by burial; such disposal to be in the Aurora Cemetery of Wise County, Texas under the direction of the association's officers and directors; and for the operation and upkeep of the cemetery grounds in a perpetual state of repair. The association is not permitted to engage in any business not necessarily incident to these purposes.

**Section B. Use of Funds**

The association's assets and earnings will be disposed of only in one or more of the following ways:

1. For the ordinary and necessary expenses of operating, maintaining, and improving the cemetery; and,
2. As payment for the acquisition of property for expansion of the cemetery grounds; and,
3. For creating a fund to provide a source of income for the perpetual care of the cemetery or a reasonable reserve for any ordinary or necessary purpose.

**Section C. Contributions**

The association may collect contributions for a specifically designated purpose shall be accepted and used for such purpose if the Directors of the Association find such purpose acceptable and within the purposes established under these Articles.

### **Section D. Purchase of Real Property**

Payments may be made for amortization of indebtedness on the purchase of land, but may not be in the nature of profit distributions. The Directors of the Corporation must report to the membership methods used to finance the purchase of the Cemetery property and that the Purchase price of the land at the time of sale to the cemetery was not unreasonable

### **Section E. Other Uses**

To use such other means and methods as the Directors of this association may from time to time determine to be appropriate for the accomplishment of the specific purpose for which this association is organized and which are not contrary to law or to the other terms and provisions hereof.

### **Section F. Exclusive Dedication of Funds**

All the properties and income of the association are hereby permanently and exclusively dedicated and devoted to such benevolent purposes and to that end the Directors shall hold, invest, reinvest, protect, manage and control such property and apply the income arising therefrom as they may or shall from time to time determine and in such manner as they may deem advisable for the purposes aforesaid, and at no time shall the principal or any part thereof be used other than as an investment.

## **ARTICLE III - Dedication of Funds**

This association shall not be conducted for financial gain and no part of its earnings shall inure to the benefit of any private shareholder, member or individual. Any receipts of this association in excess of the expenses of operating shall be placed in either an operating fund for future operational expenses, a reserve fund for designated repairs or improvements, or in a perpetual care fund with the interest dedicated for future operational expenses.

## **ARTICLE IV – Financial Investments**

The custodian, or Trust Officer of a bank, handling the financial investments and the general operating fund of the cemetery shall be bonded to protect the funds from misappropriation or malfeasance of the custodian or trust officer of a bank. Also the custodian or trust officer of a bank shall report to the Board if his or her bond is revoked or not renewed. The Custodian or trust officer of a bank shall turn over all records and documents of the funds as directed by the Board.

## **ARTICLE V - Disposition of Funds in Event of Dissolution**

If at any time this Association should be dissolved, no part of its funds or property shall be distributed to or among its members, contributors, directors, officers or any person as their private funds. Should the Association dissolve, after the payments of all

indebtedness, all remaining assets of said association shall be transferred to the County Judge of Wise County, Texas, as Director. The County Judge and his successors in office shall have the same powers, rights, and obligations as the Board of Directors as herein provided. In the event, after dissolution, the Association should be reactivated, the County Judge, after reactivation is proven to his satisfaction, is hereby authorized to deliver such funds to the duly elected Directors. (Reactivation is hereby defined as whenever as many as six people who are or who become members of the Aurora Cemetery Association declare the Association reactivated by subscribing their names to a document stating that the Aurora Cemetery Association is hereby reactivated.)

#### **ARTICLE VI - Prohibition of Use of Funds for Political and Other Purposes**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and contributions in furtherance of the purposes set forth in Article Four hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3)/(13) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent United States Internal Revenue Law.)

#### **ARTICLE VII - Membership**

The owner of each burial plot, regardless of the size thereof, in the Aurora Cemetery Association, and all other adult persons of the age of eighteen (18) years of age or more, who are interested in the Aurora Cemetery Association shall be members of this Association. Each person of the age of eighteen (18) years or more, present at the meetings of the membership (annual or called as provided herein), shall have one vote on all matters put before the membership of the Association. No voting by proxy shall be allowed. Notice of the annual membership meeting may be given, but is not required under these bylaws. The annual membership meeting is held on the third Sunday, in May, of each year at the Aurora Cemetery Pavilion, located at 509 Cemetery Road, in Aurora, Texas, at 2:00 p.m.

#### **ARTICLE VIII - Funds and Financial Reports**

##### **Section A. Annual Report**

The Board of Directors shall present an annual financial report to the membership at the annual meeting each year.

### **Section B. Financial Policy**

The Board of Directors are authorized to manage the financial affairs of the Association, including the right to invest the assets of the Association, to pay for necessary expenses, repairs, upkeep, and improvements in the discretion of the Board of Directors, and to invest the funds of the Association in operating, reserve, or perpetual fund accounts, including the right to accept contributions for specified purposes, provided such purposes are consistent with the purposes for which this Association is organized and operates.

### **Section C. Authorized Signatures and Consent**

The funds may be withdrawn only upon the signature of the secretary-treasurer and either the president or the vice-president of the Association and with voting consent of the Board of Directors.

## **ARTICLE IX - Meetings**

There shall be an annual meeting of the members of the Association held the 3<sup>rd</sup> Sunday, in May, of each year. The meeting shall be held at the Aurora Cemetery, in the Pavilion, located at 509 Cemetery Rd, Aurora, Texas, at 2:00p.m. The President or a majority of the Directors may call special meetings of the membership by mailing notices to all of the members whose mailing addresses are known at least two weeks before the date of such special meetings.

## **ARTICLE X – Voting**

### **Section A. Voting of Members**

1. Each member of a corporation, regardless of class, is entitled to one vote on each matter submitted to a vote of the corporation's members, except to the extent that the voting rights of members of a class are limited, enlarged, or denied by the certificate of formation or bylaws of the corporation.
2. A member may vote in person or, unless otherwise provided by the certificate of formation or bylaws, by proxy executed in writing by the member or the member's attorney-in-fact.
3. Unless otherwise provided by the proxy, a proxy is revocable and expires 11 months after the date of its execution. A proxy may not be irrevocable for longer than 11 months.
4. A member vote on any matter may be conducted by mail, by facsimile transmission, by electronic message, or by any combination of those methods.

## **Section B. Voting by Proxy**

1. Voting by proxy is allowed only for specific purposes on matters not subject to debate.
2. In the case of a proxy given to vote for the election of directors, it shall list those persons who were nominees the time the notice of the vote for election of directors was given to the members.
3. In any election of directors, any proxy which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director.
4. If membership voting by proxy is allowed, proxies shall afford an opportunity for the member to specify a choice between approval and disapproval for each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited.
5. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.
6. Proxy voting is permitted only to obtain a quorum. If sufficient members of the Association are present, proxy votes may not be counted.

## **ARTICLE XI - Officers (Executive Board)**

The Board of Directors of the Aurora Cemetery Association shall elect a President, a First Vice-President, Second Vice-President, and a Secretary-Treasurer. Each officer shall serve a term period of four (4) years. Officers shall not be compensated for service. In the event of the death or resignation of an officer, a successor may be appointed by vote of the Board of Directors present at a meeting to serve for the balance of the elected term. Current Officers and his/her expiry are as follows:

President	Joe E. Smith	2014-2018
Vice President	Glenn Jennings	2014-2018
Secretary/Treasurer	Dr. Toni L. Wheeler	2014-2018

## **ARTICLE XII - Board of Directors**

### **Section A. Number of Directors, Terms and Compensation**

This Association shall have six (6) Directors, who serve under the Officers (Executive Directors), each of whose term shall be for two (2) years. The Directors shall not be paid or otherwise compensated for service. The Directors shall be elected for staggered terms.

### **Section B. Current Directors and Term Limits**

As of the date of adoption of these Bylaws in 2015, the following Directors shall serve for the term set forth beside their names and until their successors are elected.

**2017-2019**

Batterton, Richard (Jr)  
Green, Darrell  
Reid, Mickey

**2016-2018**

Howard, Kevin  
Pitts, Robert  
Solomon, Terry

**Section C. Vacancies**

1. Nominations for any candidate for director will be made from the floor at the annual business meeting. Following the nominations, the Directors will be elected to serve for a two-year term by the members present.
2. In the event of the death, resignation, or refusal to act of any Directors, the other Directors shall elect his successor, to serve such unexpired term. The President or a majority of the Directors may call special meetings of the Directors or members at any time by giving such Directors and members at least three days advance notice of the same.

**Section D. Insurance**

An insurance policy may be obtained to protect all trustees from any errors or omissions that occur during their service on the Board. The form and amount of such policy shall be at the discretion of the Board.

**ARTICLE XIII - Duties of the Officers**

**Section A. President**

The President shall preside at all meetings of the Association, the meetings of the Directors, and shall perform any and all other duties entrusted to him by the Board of Directors. The president shall be responsible for calling to order meetings of the Board. This includes naming the time and place of all such meetings which shall be communicated to all Trustees. The president shall follow the guidelines set forth in the most recent version of "Robert's Rules of Order". The president shall be responsible for making the agenda for any meeting of the Board except for Special Meetings. The only business transacted at a Special Meeting shall be the specific purpose for which the meeting was called. The president shall be entitled to vote at all meetings of the Board and meetings of the Association Members.

**Section B. Vice-President**

In the absence of the President, the duties shall be performed by the Vice-President.

**Section C. Secretary-Treasurer**

The Secretary-Treasurer shall keep the minutes of the Association and shall perform such other clerical duties as deemed necessary by the Directors. The Secretary-Treasurer, in conjunction with the other Directors, shall be responsible for all funds. The Secretary-Treasurer shall record the minutes of the meetings of the Board and submit

same to each Director at the next monthly meeting. All minutes from the last monthly meeting must be approved or disapproved at the next regularly scheduled meeting. The Secretary-Treasurer shall also record the minutes of the Annual Meeting and submit the same to each Director at the next meeting and to the members at the next called full Membership Meeting. The treasurer shall keep or oversee the keeping of the financial records of the Association. The Secretary-Treasurer will insure that all monies received and all monies paid out are properly recorded. The Secretary-Treasurer shall report to the Board the financial status of the Association.

#### **ARTICLE XIV - Committees**

The President, with the approval of the Directors, shall designate such committees as he shall deem necessary to properly carry on the functions of this Association.

#### **ARTICLE XV – Rules and Regulations**

##### **Section A. Board Responsibility**

It is the responsibility and discretion of the Board to establish rules and regulations to control and manage the operation of the cemetery, the conveyance of grave spaces and controlling the over-all appearance of the cemetery including the authority to define what will be acceptable or unacceptable when decorating individual graves and grave spaces.

##### **Section B. Summary Provided with Deed**

The Board shall make these Rules and Regulations available to the public. A summary of rules shall be given to each new lot owner with his deed.

##### **Section C. Publication and Availability**

The comprehensive list of Rules and Regulations shall be available in electronic form, or paper copy at 10-cents per sheet (as the current rate established by the Texas Administrative Code).

*Any person who wishes to obtain a copy of the bylaws may request in writing at the address set forth above, or via email to [auroracemetery@gmail.com](mailto:auroracemetery@gmail.com)*

#### **ARTICLE XVI - Amendments**

##### **Section A. Rights of the Board**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the members of the Aurora Cemetery Association Board of Directors.

##### **Section B. Ratification by Members**

Notice of the amendment shall be placed on the agenda of the annual meeting for membership consent. The alteration, amendment or repeal of any Article(s) of Sub-



Section(s) of Article(s) must be approved by simple majority (51%) of the members present at the annual meeting.

#### **ARTICLE XVII - Quorum**

A quorum of four (4) out of the six (6) Directors must be present before the Board of Directors can transact business. A majority vote of the directors present at a meeting shall govern the actions of the Association. No meeting of the Directors shall sit for the transaction of business or the determination of any matter unless at least four (4) directors are present.

#### **Article XVIII - Conflict of Interest**

The officers and directors of the Association shall comply with all the requirements of Texas state laws where conflicts of interest are involved. Any possible conflict of interest on the part of any member of the Board, officer or director, of the Aurora Cemetery Association of Aurora, Texas, and when the interest involves a specific issue before the Board, shall be disclosed to the Board and made a matter of record. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of office and shall sign a statement acknowledging, understanding and agreeing to this policy.

#### **Article XIX – Anti-Nepotism**

A board member may not appoint, confirm the appointment of, or vote for the appointment or confirmation of the appointment of an individual to a position that is to be directly or indirectly compensated from the Association, if the individual is related to the board member, within a third degree of consanguinity or second degree of affinity.

#### **Article XX - Severability**

If any one or more of the provisions of these bylaws, or the applicability of such provision, rule, regulation, action shall be found invalid, unconstitutional or unenforceable by a competent court or law, such provision shall be nullified and the remainder of provisions shall remain in full effect, applicable and enforceable.

#### **Article XXI - Indemnification**

The Association and its Board of Directors, collectively or individually, shall not be held liable for any act done in good faith, or for good faith, any omission to act. The Association and its Board of Trustees shall be held harmless from and against any loss or liability that the Association incurs (and all expenses reasonably incurred in defending against claims arising out of such losses or liability) for actions that the Association and Board of Directors take or omit (other than actions and omissions

constituting willful misconduct). The Association and its Board of Directors furthermore, shall not be liable for any loss or damage resulting by reasons of events beyond its reasonable control, including acts of war, terrorism, riots, civil emergencies, act of God or nature, or acts of civil or military authority.

### **CERTIFICATION**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Association named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Association on the date set forth below.

Amended: May 15, 2016; Terms of Officers Amended 05/21/2017

### **APPROVED AS TO FORM:**

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Joe Smith, President and Executive Director

### **ATTEST:**

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Dr. Toni L. Wheeler, Secretary-Treasurer  
and Executive Director